

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE VIVENDI UNIVERSAL, S.A.
SECURITIES LITIGATION

This Document Relates to:

: MASTER DOCKET

:
: 02 CV 5571 (RJH/HBP)

FIDEURAM INVESTIMENTI S.G.R.,
FIDEURAM GESTIONS S.A., and INTERFUND
SICAV,

Plaintiff,

-against-

VIVENDI, S.A., JEAN-MARIE MESSIER
AND GUILLAUME HANNEZO,

Defendants.

: 08 CV 01938 (RJH/HBP)

:
: ELECTRONICALLY FILED

DECLARATION OF PROOF OF SERVICE

Diane Zilka hereby declares under penalty of perjury that the following is true and correct:

1. I am an attorney with the law firm of Grant & Eisenhofer P.A., Co-Counsel for Plaintiffs in this action. I submit this Declaration as proof of service of the Complaint on defendant Vivendi, S.A.

2. Annexed hereto as Exhibit 1 is a true and correct copy of a letter dated March 3, 2008 from Michael T. Reynolds, Esquire of Cravath, Swaine & Moore LLP, counsel to Vivendi, S.A., accepting service of the Complaint on behalf of Vivendi, S.A..

Done at Wilmington, Delaware this 11th day of April, 2008.


Diane Zilka (DZ-9452)

EXHIBIT 1



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New York, NY 10017
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dzilka@gelaw.com

March 3, 2008

BY OVERNIGHT MAIL

Michael T. Reynolds, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019

Re: **Fideuram Investimenti S.G.R., et al v. Vivendi, S.A., et al.,
08-cv-1938 (RJH)**

Dear Michael:

With respect to the above-referenced action, enclosed are a summons to Vivendi, the complaint, Judge Holwell's Individual Rules and the United States District Court for the Southern District of New York's Third Amended Instructions for Filing an Electronic Case or Appeal, Procedures for Electronic Case Filing and Guidelines for Electronic Case Filing.

Your signature below indicates your agreement that you acknowledge that Vivendi S.A. was served with a summons and complaint in the above-referenced action. On behalf of Vivendi S.A., you represent that Vivendi S.A. will not assert defenses to, or seek dismissal of, the above-referenced action on the grounds of any defect in the summons or in the method or effectuation of service of process.

Plaintiffs in the above-referenced action understand and agree that Vivendi S.A. retains all other defenses, affirmative defenses, and objections to the above-referenced actions including, without limitation, to the jurisdiction of the court over Vivendi S.A. or the subject matter of the above-referenced action or to the venue of the court.



Michael T. Reynolds, Esquire
March 3, 2008
Page 2

This agreement is expressly limited to the above-referenced action. Nothing in this agreement in any way relates to any other actions already filed or that will or may be filed against Vivendi S.A.

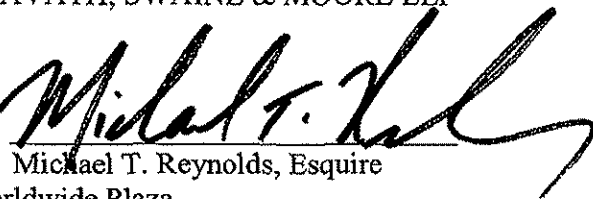
Very truly yours,



Diane Zilka

ACCEPTED AND AGREED TO:
CRAVATH, SWAINE & MOORE LLP

By:



Michael T. Reynolds, Esquire
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019

Counsel for defendant ~~Vivendi~~, S.A.